LAW

State Bar of California

A Letter from the Chair May 2002

John B. McNeece III **Chair, Executive Committee**



Your section is alive and well. We on the Executive Committee are doing our best to provide programs and information that are useful and interesting to California's international lawvers. In this letter. I would like to comment on the ILS' activities for 2002. And with all of the developments in the news, I would like to add some personal comments on the direction of international law, post 9/11.

The ILS presented a successful conference on February 8 in San Diego on "Winning International Strategies for Technology-Based Companies: Integrating Intellectual Property and Corporate Planning." The program was well received. The Conference gave practical advice on a range of international business issues for high-tech companies, covering international aspects of intellectual property and licensing, export controls, antitrust planning, strategic alliances, corporate structuring, M&A and immigration planning. I noted much animated discussion during the presentations, at lunch where we heard comments on the international role of the U.S. Patent and Trademark Office, and at the cocktail reception following the Conference. I personally want to thank my event co-chair, of Zimbabwe.

Arbiters of Global Human Rights." give a pro and con perspective on This Conference, co-sponsored the U.S. contribution, through the be held on Saturday, September ment of human rights. 14, 2002, at the Hastings campus defense side.

Other national Minda Schechter, who did so courts, such as those in Spain. much to organize this Conference. and now the newly created International Criminal Court, rejected I am proud to announce that the by the U.S., are involved with siminext major event of the ILS will be lar issues. This is a highly contena conference on "U.S. Courts as tious area, and our panelists will with the Hastings Law Scholl, will ATCA, to international enforce-

in San Francisco. ILS Executive The ILS is sponsoring a number of Committee member Russ Kerr has panels at the State Bar's Annual organized a very strong panel of Meeting being held in Monterey attorneys who are active in human October 10-13, 2002. Organized rights litigation in the U.S. courts, by ILS Vice-Chair David both on the plaintiffs' side and the Teichmann, the ILS has 10 panels The Alien Tort approved for presentation: (1) Im-Claims Act gives federal courts in migration and Tax Planning, (2) the United States jurisdiction over International Arbitration/Mediation, "any civil action by an alien for a (3) International Intellectual Proptort only, committed in violation of erty & Technology Licensing, (4) the law of nations or a treaty of the Ethical Considerations for Lawyers United States," 28 U.S. Code § Conducting Business Internation-1350. That Act has been the foun- ally, (5) Predicting and Preventing dation for claims by non-citizens Custody Abduction to the Islamic against those who have committed Middle East, (6) Cross-Border Inegregious actions in violation of solvency, (7) Fundamentals of Inthe law of nations or U.S. treaties, ternational Letters of Credit, (8) such as torture. There are signifi- Technology Licensing & Internacant recent developments in this tional Antitrust, (9) Issue-Spotting area with a case brought against in International Commercial Agree-Robert Mugabe, the Head of State ments, and (10) Managing Global

Letter from the Chair

(continued)

Reductions in Force. Many mem- • bers of the ILS Executive Committee have stepped up to the line to make these presentations, among them, some of the most accomplished international practitioners tional lawyers are doing.

international commercial law pro- human rights, nuclear weaponry. gram in November, to be held in Los Angeles. The planning com- There is clearly a strain of skeptiment Risk in International Transac- institutional institutions. program is developed.

esting times." ternational law. tough issues:

- Efforts to stabilize and re- the long term. build Afghanistan.

- established the ICC.

and Russia.

in the country. So come to Mon- All of these matters are being de- take the view that we can safely terey to catch up on recent devel- bated, and managed, within the disregard it, since ideas ultimately opments and see what some of framework of international law. California's leading private interna- This is not just an abstract exer- (continued on page 3) cise, but an effort to order the most heated and high-stakes issues: Finally, the ILS plans to present an war and its aftermath, international

mittee for this event includes cism in current U.S. policy on inter-Susan Liebeler, Steven DeLateur national law. This is not a rejection and Paul Turner. The program is of international law, but a reluctentatively entitled "Reducing Pay- tance to suffer encroachment from tions: How to Make Sure Your Cli- has refused to participate in a ent (and You) Get Paid." We will number of international regimes look forward to more details as the where the U.S. does not have a dominant position. There is substantial intellectual firepower in fa-As international lawyers, we are vor of this position from the "new now suffering under that old Chi- sovereigntists" as they are called nese curse: "May you live in inter- by Peter Spiro in his article on The newspapers "American Exceptionalism" in the are full of issues that implicate in- November/December 2000 issue And they are of Foreign Affairs. But in my view. this focus on exceptionalism has a real risk for the U.S., particularly in

> As Spiro indicates in his article, the Controversies over the "linchpin of New Sovereigntism is treatment of captured Tali- its premise that America has power ban and Al-Qaeda fighters. to opt out of international norms, even those universally accepted by The U.S. withdrawal from other nations." So, the argument the ABM treaty with Russia. goes, we can pursue hardheaded national interest. Others go further The U.S. renunciation of to suggest that only the careful exthe International Criminal ercise of power by the U.S., the Court and our "un-signing" "indispensable nation," according of the Rome Treaty which to former Secretary of State Madeleine Albright, can lead to international peace and stability.

The May 13 announcement counter-argument is that we are of a new treaty for reduc- not impermeable or omnipotent, tion of strategic nuclear and that we ultimately do need to forces between the U.S. live with other nations. I also find it persuasive that the U.S. should engage world opinion rather than

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the rule of law, and not a dark Human Rights Committee. force in the world.

Stuart Taylor, a careful legal commentator, commented in an April article for the Atlantic on the issue of the International Criminal Court, COURT ISSUES prior to President Bush's decision to reject the ICC and "un-sign" the SIGNIFICANT Treaty of Rome. While skeptical of the limitations on the ICC, he ar- HUMAN RIGHTS qued that President Bush should not "un-sign" the treaty. In the context of a debate on U.S. exceptionalism. his comments have By: Russell Kerr broader ramifications. He argued Kerr & Associates that un-signing the treaty "would 16480 Harbor Boulevard #100 accomplish precious little other than to spit in the face of allies whose support we need in the war against terrorism. Such an 'unsigning' would also make an enemy of an important and powerful institution that we should cultivate as a friend; would set a troubling precedent for other nations cavalierly to walk away from treaties they have signed; and would undermine our stance as champions of the rule of law in international affairs."

Jol B. Miller Til

have great power. The recent col- The subject of this article is the topic umns by Thomas Friedman of the of an upcoming seminar entitled "U.S. Shell Nigeria recruited the Nigerian New York Times on the almost uni- COURTS AS ARBITERS OF GLOBAL police and military to attack local versal hostility to the U.S. among HUMAN RIGHTS." The program is villages and suppress the organeducated young people in Islamic scheduled for September 14, 2002 at ized opposition to its development countries suggests that we need to Hastings Law School and is co- activity. Saro-Wiwa and Kpuinen present ourselves as a country of sponsored by the California Bar Inter- were repeatedly arrested, detained hope and opportunity, governed by national Law Section and the ABA and tortured by the Nigerian gov-

N.Y. DISTRICT **DECISION**

Fountain Valley California 92708 Telephone: (714) 531-5900 FAX: (714) 839-2635 Email: russell@kerrlawfirm.com

A District Court in New York issued a significant human rights decision recently in a suit filed under the Alien Tort Claims Act (ATCA), 28 U.S.C. § 1350. The claim involving abuses of the international law brought by three Nigerian emigres, and a woman identified only as Jane Doe, who allege that they (or in some cases their deceased next of kin) suffered grave human rights abuses at the hands of the Nigerian authorities. Defendants Royal Dutch Petroleum Company and Shell Transport are alleged to have acted in complicity with Nigeria in violating the human rights of a group of Ogoni political leaders opposed to the defendants' oil exploration activities.

According to the complaint, ernment. In 1995, Saro-Wiwa and Kpuinen were hanged along with other Ogoni leaders. The complaint alleges these abuses were instigated, orchestrated, planned, and facilitated under the direction of the defendants.

The decision issued on February 28, 2002 in Wiwa v. Royal Dutch Petroleum Co., 2002 WL 319887 (S.D.N.Y.) upheld the plaintiffs' right to bring an action in U.S. courts under the Alien Tort Claim Act and denied defendant's motion to dismiss on the grounds of forum non conveniens.

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EUROPEAN COMPANY STATUTE

By: Emmanuel Mastromanolis & Ilias Koimtzoglou Law Firm of Zepos & Yannopoulos .

After thirty years of consultation, the EU Council of Ministers has formally adopted a legal instrument that gives the option of forming a European Company (known by its Latin name of "Societas Europaea" or SE. The European Company Statute is established by two pieces of legislation, namely a Regulation (directly applicable in Member States) establishing the company law rules, and a Directive (which will now have to be implemented in national law in all Member States) on employee involvement. The Regulation and the Directive will enter into force three years after their formal adoption i.e. in 2004.

The SE will give companies operating in more than one Member State, the option of being established as a single company under Community law, and will therefore enable them to operate throughout the EU in accordance with one set of rules and a unified management and reporting system, rather than having to comply with all the different national laws of each Member State, where they have established subsidiaries. For companies active in several Member States, the European Company therefore offers the prospect of reduced administrative costs and a legal structure adapted to the Internal Market as a whole.

Establishment of a European Company

The SE may be established in one of four ways:

By the merger of two or more existing public limited compa**EU Member States**:

- company promoted by public or States:
- different Member States:
- State

Company

The adoption of the European erating under nationa rules. Company Statute will mean in practice, that companies established in Registration of the European more than one Member State will Company be able to merge and operate throughout the EU on the basis of a There will be no central register of to set up a financially costly and ad-tablished under national law. Howtems. The potential savings in sion of the whole SE, so as to avoid terms of administrative costs were the SE being used for doubtful estimated to be up to €30 billion per practices such as tax fraud or vear by the Competitiveness Advi- money laundering. sory Group of industrialists convened in 1995. By setting up as a Taxation of the European Com-European Company, a business pany can restructure fast and easily to take the best possible advantage of An SE will, for tax purposes, be the trading opportunities offered by treated as any other multinational the Internal Market. European company according to the national Companies with commercial inter- fiscal legislation applicable at comests in more than one Member pany level or branch level. There State will be able to engage in

nies from at least two different cross border activities easily, as the need arises in response to the By the formation of a holding changing needs of their business.

private limited companies from This is because the Statute will alat least two different Member low an SE registered in Member State A to move its registered office By the formation of a subsidiary to Member State B without, as is of companies from at least two the case now, having to wind up the company in Member State A By the transformation of a pub- and re-register it in Member State lic limited company which has, B. For pan-European projects, for for at least two years, had a example Trans-European Network subsidiary in another Member projects in the transport or energy sectors (the upgrading of railway lines/road networks) a single Euro-Advantages of the European pean Company could attract private venture capital more easily than a series of national companies all op-

single set of rules and a unified European Companies. Each SE will management and reporting system. be registered in a Member State on They will therefore avoid the need the same register as companies esministratively time consuming com- ever, the registration of each SE plex network of subsidiaries gov- will be published in the EC's Official erned by different national laws. In Journal. The European Company particular, there will be advantages must be registered in the Member in terms of significant reductions in State, where it has its administraadministrative and legal costs, a tive head office, i.e. its operational single legal structure and unified headquarters. This is the only sysmanagement and reporting sys- tem that allows effective supervi-

(continued from page 3)

merger registered in one Member create an SE. State but operating through States. If the Member State, where **come European Companies?** the head-office is located taxes the tion is not very often possible if the cost. parent company is established as through a variety of legally- ment in European Companies independent subsidiaries rather located.

the Directive.

publicly listed?

der national law.

has been set at €120,000 so as to SE were previously covered by par-

Must European Companies be These reports must detail the com- apply. pany's current and future business plans, production and sales levels, If you require further information on No – private companies and me- implications of these for the work- the above, please contact: dium sized companies may also opt force, management changes, mergto become European Companies. If ers, divestments, potential closures Emmanuel Mastromanolis an SE's shares are listed, the SE and layoffs. In certain circum- Tel. +30 1 775 33 42 & 775 45 71 must be treated in the same way as stances, where managers and em- Fax +30 1 771 12 50 & 770 28 25 public companies established un- ployee representatives are unable Email e.mastromanolis@zeya.com to negotiate a mutually satisfactory Or agreement and where the compa- Ilias Koimtzoglou

will be a fiscal advantage in creat- enable medium-sized companies ticipation rules, a European Coming a European Company by from different Member States to pany will be obliged to apply standard principles on participation of its employees. This will be the case branches in a variety of Member Are companies obliged to be- of a European Company created as a holding company or joint-venture when a majority of the employees world-wide income of the European No. But if they wish to operate in a had the right, prior to the creation of Company, it will be possible, in the series of different Member States the SE, to participate in company Member State, where the head- without establishing themselves as decisions. In the case of a Eurooffice is located, to offset losses an SE, they will have to respect a pean. Company created by a from some permanent establish- series of national laws governing merger, the standard principles on ments against profits from other company start-ups, often at consid- participation of its employees will ones. In practice, such compensa- erable legal and administrative have to be applied when at least 25 % of employees had the right to participate before the merger. It is an independent entity operating Provisions for employee involve- on this element that agreement on the Directive had, until the Nice Summit in December 2000, not than as an SE. However, the SE Under the Directive on employee proved possible. In view of the latwill continue to be a taxpayer in the involvement, the creation of a Euro- est compromise a Member State is different Member States, where the pean Company will require negotia- authorised not to implement the Dipermanent establishments will be tions on the involvement of employ- rective on participation in the case ees with a body representing all of SEs created by merger; if this is employees of the companies con- the case, the SE can be registered European Companies created by cerned. If it proves impossible to in that Member State provided that merger will be the first type of com- negotiate a mutually satisfactory an agreement is concluded or when pany to be able to benefit from the arrangement, then a set of stan- no employees were covered by Directive on eliminating double dard principles, laid down in an an- participation rules before the SE taxation of cross-frontier mergers nex to the Directive, will apply. Es- was created. In the case of a trans-(90/434/EEC). However, this will sentially these principles will oblige formation of a national company require a technical amendment to SE managers to provide regular re- into an SE, the arrangements for the Directive to add SEs to the ports on the basis of which there employee participation applied by types of companies eligible under must be regular consultation with this national company prior to its and information to a body repre- transformation as a European senting the company's employees. Company will have to continue to

The minimum capital requirement nies involved in the creation of an Tel. +30 1 775 33 42 & 775 45 71

Mastromanolis and Koimtzoglou of the Law Firm of Zepos & Yannopoulos, Athens, of the ILS Newsletter.

UPDATES ON RECENT LEGAL CHANGES IN ASIA

By: Ross D. Meador Preston|Gates|Ellis LLP "Lawyers to the World's Most Successful Technology Companies" 55 Second Street, Suite 1700 San Francisco, California 94105- 3441 (415) 882-8200 (general) (415) 882-8022 (direct) (415) 882-8220 (fax) Email: rmeador@prestongates.com

Bombay)

the Indian tax rates.

combination of basic rates and Sur- effect as of the same date. The ness; charges) for domestic companies Provisional Rules are significant in for the 2002-2003 tax year will be that they represent the first subincreased from 35.7% to 36.75%. The rate for foreign companies will be reduced from 48% to 42%.

In addition, effective April 1, 2003, the tax on dividends paid by domestic companies will be repealed, although dividends will still Provisional Rules as corporate joint of a limited liability company; be taxed as income to the recipient. ventures and wholly foreign-Dividends remitted to foreign share-

article is published with the express holding tax, however, although bi- and do not include individual invesconsent of the authors, Emmanuel lateral tax treaties can reduce the tors. Ilias tax amount.

> Parks of India ("STPI units") and FIEs in China. entities registered under the Export Oriented Units Scheme ("EOU 3. units"). Prior to the change, 100% late that Sino-foreign equity and coof the profits derived from exports operative joint ventures may enthat were earned by STPI Units, gage in printing and business ac-EOU units and units located in Ex- tivities in relation to publications, port Processing Zones and Free packaging, decorative and other Trade Zones were deductible from printing products, while WFOEs total income. Now that deduction may only engage in printing and has been reduced to 90%. Profits business activities relating to packearned by such entities that are de- aging and decorative printed prodrived from permitted sales within ucts. India will be fully taxed.

CHINA (source: TransAsia Lawyers, Beijing)

INDIA (source: Majmudar & Co., On 29 January 2002, the PRC agement experience in the printing State Press and Publications Ad-business; ministration ("SPPA") and the Min-India's Union Budget for istry of Foreign Trade and Eco- (b) 2002, announced on February 28, nomic Cooperation ("MOFTEC") able to provide: 2002, contains some changes to promulgated the Provisional Rules for the Establishment of Foreign-Invested Printing Enterprises operational and managerial models The effective rate of tax (a ("Provisional Rules"), which took and experience in the printing busistantial opening up of the PRC tional standards) printing technolprinting industry to foreign inves- ogy and equipment; or tors. Their key provisions are as follows:

> Foreign-invested enterprises ("FIEs") are defined in the (c)

Copyright acknowledgement: This holders will still be subject to with- invested enterprises ("WFOEs"),

- 2. Under the Provisional Also effective April 1, 2003, Rules, the SPPA and the MOFTEC Greece (www.zeya.com) and is there will be a change to the tax and their local branches shall be granted exclusively for this edition laws applicable to entities regis- responsible for the approval, supertered with the Software Technology vision and administration of printing
 - The Provisional Rules stipu-
 - The qualifications for a 4. printing FIE are as follows:
 - (a) The investors must be legal persons with operational and man-
 - the foreign investor must be
 - (i) internationally advanced
 - (ii) cutting-edge (by interna-
 - (iii) ample funds for the proposed printing business.
 - the FIE must take the form

(continued from page 5)

- (d) FIEs engaging in printing and business activities relating to publications, packaging and decorative printed products must have a minimum registered capital of RMB 10 million. FIEs producing other printed products than publications, packaging and decorative printed products must have a minimum registered capital of RMB 5 million;
- the Chinese investor in a Sino-foreign joint venture engaging in the printing of publications or production of other printed products must have a majority shareholding interest (in the case of an equity joint venture) or leading role (in the case of a co-operative joint venture). The chairman of a Sinoforeign joint venture printing publications must be appointed by the Chinese investor, and its directors appointed by the Chinese investor must outnumber those appointed by the foreign investor(s); and
- generally speaking, the operating term of a printing FIE may not exceed 30 years.
- Printing FIEs may not establish any branches in any other city in China.
- Subject to the approval of 6. the SPPA and MOFTEC, Sinoforeign printing joint ventures established prior to the promulgation of the Provisional Rules may expand their business scopes to inpackaging, clude publications, decorative or other printed products not previously permitted to FIEs.

Printing FIEs established prior to 1 May 1997 must exchange their old operating permits for new

ones with the relevant office of the SPPA.

Printing FIEs established after 1 May 1997 must apply to the ment Authorization relevant provincial office of the SPPA within 180 days after the ef- for Spouses of Cerfective date of the Provisional Rules to exchange their old operating permits for new ones.

KOREA

The Bank of Korea recently reported that the inflow of foreign di- ment Abroad Rerect investment into Korea reached \$4.2 billion in 2001. Of the total amount, 69 percent was devoted to By: David Hirson foreign acquisition of Korean com- HIRSONWEXLERPERL panies, rather to the establishment 4685 MacArthur Court, Suite 400 of new foreign owned entities. The Newport Beach, California 92660 Bank attributed the large proportion Telephone: (949) 251-8844 to the active advancement of Euro- FAX: (949) 251-1545 pean countries into Korea, as a Email: dhirson@hirson.com means to secure IT-related tech- www.hirson.com nologies and to gain a foothold in the Asian market. Foreign interests On January 16, 2002, President now own approximately 36 percent of the total publicly-traded Korean market capitalization.

The State Bar of California, International Law Section disclaims all warranties and is not responsible for the contents, accuracies, validities and legalities of information contained in the articles in this newsletter.

IMMIGRATION UP-DATE: U.S. Employtain Foreign National Employees and Changes to the **Blanket L-1 Employ**quirement

George W. Bush signed into law two pieces of legislation to allow the spouses of L and E nonimmigrant ("temporary") visa holders to obtain employment authorization in the United States, and to reduce the employment period abroad for employees of companies that have blanket L-1 approval from one year to a mere six months. These changes are significant for multinational companies that use the L visa category and for companies that qualify for treaty trader/investor status under the E visa category, to transfer foreign nationals to the United States on a temporary basis.

The L Nonimmigrant Category Multinational companies

(continued from page 5)

use the L-1 category to transfer managers, executives (L-1A) and individuals who possess specialized knowledge (L-1B) to their United States parent company, subsidiary, affiliate or branch office to serve in similar capacities as intra-company transferees. der to qualify for this visa, the employee must have been employed by the related foreign entity for a period of at least one year within the three years immediately preceding the filing of the L-1 petition. In the case of Blanket L-1's, this period of service abroad has now been reduced to 6 months which acknowledges the need for greater flexibility in the mobilization of personnel in the large global organizations that qualify for Blanket L-1 approval. The dependents of L nonimmigrants are given L-2 status in the U.S.

The E Nonimmigrant Category

The E category is reserved for foreign nationals from countries that have a treaty of commerce and navigation with the United States. The foreign nationals must be coming to the United States to carry on substantial trade between the United States and the treaty country (E-1) or to develop and direct the operations of an enterprise in which the foreign national has invested or in which he or she is actively in the process of investing a substantial amount, or is coming to take on a managerial, executive or essential role as an employee of a U.S. company that is deemed to have treaty country nationality in which a substantial investment has been made by treaty nationals (E-2). Companies may obtain E-1 or E-2 visa classification for their ex-

ecutive, supervisory, or "essentially Immigration and Naturalization Serskilled" employees. Dependents of vice's Regional Service Center that given the same classification as the place of residence in the U.S. The principal.

grant Spouses

the U.S. Previously, E and L non- years. willing to file a separate petition for principal E or L nonimmigrant. nonimmigrant classification with work authorization on behalf of the spouse. Alternatively, spouses waited for several years eign nationals and their families until they obtained work authorization based upon applications for notable that the largest group of permanent residence.

Clearly, this legislation is welcome news for E and L nonimmigrant spouses. These spouses often had careers in their home countries, which they put on hold to accompany their spouses to the United States. This new legislation allows these spouses to continue to pursue their own career goals and to provide a secondary source of income for their families upon their relocation in the United States.

Spousal employment authorization is not automatic. To obtain employment authorization under this legislation, the nonimmigrant spouse must apply with the

E-1 and E-2 non-immigrants are has jurisdiction over the spouse's application can also be filed concurrently with the principle's I-129 **Employment Authorization for** petition. Spouses of L and E visa Spouses of E and L Nonimmi- holders may not work until their application for employment authoriza-The opportunity for spouses of E tion has been approved by the Imand L visa holders to work in the migration and Naturalization Ser-United States may make it easier vice, which can take up to 90 days. for global companies to make a U. Such employment authorization will S. transfer more attractive to key only be granted for the period of foreign national employees whose admission and/or status of the printemporary services are required in cipal alien but will not exceed two Once granted, however, immigrant spouses had few options there is no limitation on the scope to obtain employment authorization or nature of the spouse's employonce they entered the United ment but rather it provides for States. The only way that such "open market" employment authorispouses could obtain employment zation. There are no similar proviauthorization was to obtain a U.S. sions that allow for the employment job offer from an employer who was of the dependent children of the

> Although these new laws many will have an impact on many forcurrently in the United States, it is nonimmigrant spouses – the H-4s, the spouses of H-1B nonimmigrants—was not granted employment authorization. Regardless, this law is welcome news for E and L nonimmigrant spouses and for global companies whose employees may now be more willing to relocate to the United States.

> > For more information about the topic of this update, or for immigration law matters in general, please contact David Hirson, who is a co-editor of this newsletter and a partner of the law firm of HirsonWexlerPerl, a firm that specializes in Immigration and Naturalization Law.

IBA Mergers & Acquisitions Conference, New York 13-14 June 2002

Dear Colleague,

The IBA is staging an important • Mark Rawlinson, Freshfields M&A conference in New York on 13th and 14th June, 2002, in association with the American Bar Association Sections of Business Law and International Law & Practice. We are delighted to provide you with the preliminary programme.

The annual IBA M&A conference is designed to identify and assess M&A developments for practitioners by means of comparing current M&A developments in the US. EU Member States and other jurisdictions. This international and comparative approach will comprehensively address multiple jurisdictions, an approach that sets it apart from other M&A conferences.

The programme will be devoted to a number of timely M&A topics including current corporate and regulatory developments in M&A, highlights of doing a cross border deal, shareholder activism, current developments in antitrust policy, and merger of equals transactions.

A very impressive line up of U.S. and international speakers will be present including:

- John Finley, Simpson Thacher and Bartlett, New York, Conference Chair
- Stephen Cooke, Slaughter and May, London, Conference Co-Chair

- Maximilian Schiessl, Mueller, Düsseldorf, Conference Co-Chair
- Youssef Djehane, Gide Loyrette Nouel. Paris
- Eduardo Geli, Uria & Menendez. New York
- Alberto Giampieri, Gianni Origoni Grippo & Partners, Linklaters & Alliance, Rome
- Bruckhaus Deringer,
- Joe Rinaldi, Davis Polk & Wardwell, USA
- Andrew Soussloff, Sullivan & Cromwell, New York
- Karell van Hulle, EU Commission. Brussels (to be confirmed)
- Dennis Garris, Chief of the Office of Mergers and Acquisitions, Securities and Exchange Commission, Washington
- Honourable William B Chandler III, Delaware Chancery Court, Delaware
- Alan Paul, Allen & Overy, London
- Faiza Saeed. Cravath Swaine & Moore, New York
- Tomaso Cenci, Gianni Origoni Grippo & Partners, Linklaters & Alliance, New York
- Professor John Coates, Harvard Law School, Cambridge, Massachussets
- Patrick McGurn, Institutional Shareholder Services, Maryland
- Alan Miller, Co-Chairman, Innisfree M&A Incorporated, New York
- Kevin Arquit, Clifford Chance Rogers & Wells, New York
- Jochen Burrichter, Hengeler Mueller, Düsseldorf
- Jaime Folguera Crespo, Uria & Menendez, Madrid
- Malcolm Nicholson, Slaugh-

Hengeler ter & May, London

- Andrew Nussbaum, Wachtell Lipton Rosen & Katz, New York
- Georg Thoma, Shearman & Sterling, Düsseldorf
- Doug Braunstein, Head of Global M&A of JPMorgan, New York
- Robin Sidel, Wall Street USA Journal, (continued on page 10)

OTHER ACTIVITIES OF INTEREST ...

Center for International Legal Studies "Lawyering in the International Market" Confernece at Valle Nevado, Chile, 11-17 August 2002. Valle Nevado is South America's largest ski resort, with hotels at approximately 9,000 feet and lifts reaching to over 11,000 feet. The Center for International Legal Studies will certify up to 20 hours of continuing legal education credit for the conference. Register at www.cils. net/valle.htm

High Technology and the Emerging Digital Economy: Legal Challenges in the US and EU, 7-8 October **2002** in Los Angeles at the Beverly Hills Hotel. For information and registration at www.ibanet.org/ general/ConferenceOverview.asp? ID=621&Section&Committee=

International Bar Association biennial conference in Durban. South Africa, **20-25 October 2002**. For information and registration at www.ibanet.org/durban/index.asp

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There will also be a Luncheon Reception on Thursday with the keynote speaker scheduled to be Richard Grasso, Chairman and CEO of the New York Stock Exchange. On Thursday evening, a cocktail reception will be held at the "21" Club and hosted by the firms listed in the attached programme.

To register for this Conference, please contact Charlotte Howe, Conference Administrator, on +44 (0) 207 629 1206, by fax +44 (0) 207 409 0456 on email o r b v charlotte.howe@int-bar.org.

Please mark these dates in your diary as the one M&A conference this year that you have to attend!

Yours

Michael Α. Greene Co-Chair Business Organisations Committee

Max Schiessel

Co-Chair Business Organisations Committee

CALL FOR ARTICLES

The Editors of this newsletter are inviting members of the Section and others to submit articles relating to international issues.

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Catherine I. Mayou, Esq. Co-Editor HirsonWexlerPerl 4685 MacArthur Court Newport Beach, CA 92660 cmayou@hirson.com Phone: (949) 251-8844

David Hirson, Esq. Co-Editor HirsonWexlerPerl 4685 MacArthur Court Newport Beach, CA 92660 dhirson@hirson.com Phone: (949) 251-8844 FAX: (949) 251-1545

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FAX: (949) 251-1545

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